

THE FAIRFAX GROUP, LTD.
MANAGEMENT CONSULTANTS

Suite 850
3141 Fairview Dr.
Falls Church, VA 22042
703-207-0000
703-560-1311 Fax
201886 Fairfax VA UR Telex

New York Office
505 Park Avenue
New York, NY 10022
212-935-4040
212-935-4046 Fax

F95000000470

October 27, 1994

Qualification/Tax Lien Sec.
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

11/01/94 11:01:00
11/01/94 11:01:00
***** 11/01/94 *****

Enclosed please find the appropriate forms and a check in the amount of \$70.00 to register The Fairfax Group, Ltd. as a foreign corporation with authorization to transact business in Florida.

If you have any questions or need additional information, please do not hesitate to contact me in the Virginia office. Thank you for your attention to this application.

Sincerely,

Dawn Adkins

Dawn Adkins
Client Service Representative

Enclosures as stated

5 1/2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN 27 PM 12:28

~~W101-03762~~



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 2, 1994

THE FAIRFAX GROUP, LTD.
% DAWN ADKINS
3141 FAIRVIEW PARK DR., SUITE 850
FALLS CHURCH, VA 22042

SUBJECT: THE FAIRFAX GROUP, LTD.
Ref. Number: W94000023702

We have received your document for THE FAIRFAX GROUP, LTD. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 994A00048106

SECRET
DIVISION
95 JUN 27 11 22 AM '95

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: The Fairfax Group, Ltd.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Dawn Adkins
(Name of Person)
The Fairfax Group, Ltd.
(Firm/Company)
Suite 850, 3141 Fairview Park Drive
(Address)
Falls Church, Virginia 22042
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Dawn Adkins at (703) 207 - 0600
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

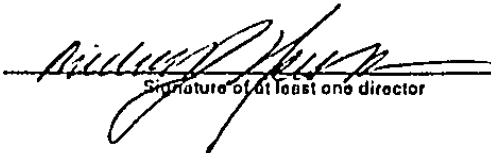
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Michael J. Herahman, do hereby certify that this Resolution of the Board of Directors of The Fairfax Group, Ltd., a corporation duly organized and existing under the laws of the State of Virginia, was duly adopted on January 18, 19 95.

Resolved, that The Fairfax Group, Ltd., organized and existing in the State of Virginia, hereby adopts the name Fairfax Consultants, Inc. for use in Florida.

Dated: 1/21/95


Signature of at least one director

FILED
SECRETARY OF STATE
95 JAN 27 PM 12:29

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSA(T BUSINESS IN THE
STATE OF FLORIDA:**

1. The Fairfax Group, Ltd.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Virginia
(State or country under the law of which it is incorporated)
3. 54-1235252
(FEI number, if applicable)
4. May 17, 1983
(Date of Incorporation)
5. N/A
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. Suite 850, 3141 Fairview Park Drive
Falls Church, Virginia 22042
(Current mailing address)
8. Private Investigative Agency & Security Agency
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mary T. Flowers
(Registered agent's signature)

Mary T. Flowers, Authorized Service Representative

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Michael J. Hershman

Address: 600 Deerfield Pond Court

Great Falls, Virginia 22066

Vice President: Gordon Andrew McKay

Address: 2964 Palmer Street

Oakton, Virginia 22124-2626

Secretary: Gordon Andrew McKay

Address: 2964 Palmer Street

Oakton, Virginia 22124-2626

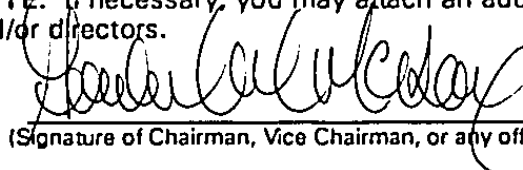
Treasurer: Michael J. Hershman

Address: 600 Deerfield Pond Court

Great Falls, Virginia 22066

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Gordon Andrew McKay, Executive Vice President and Secretary

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
AND BUSINESS SERVICES
95 JAN 27 PM 12:28

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

THE FAIRFAX GROUP, LTD. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is May 17, 1983.

Nothing more is hereby certified.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JUL 27 PM 12:28



Signed and Sealed at Richmond
on this Date: October 05, 1994

William J. Bridge
William J. Bridge, Clerk of the Commission